

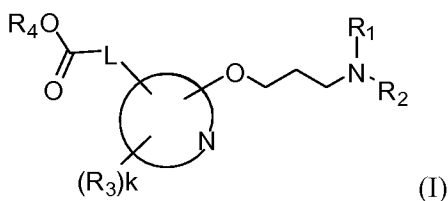
Amendments to the Claims:


This listing of claims will replace all prior versions, and listings, of claims in the application. Upon entry of this Amendment, claims 125-144 will be pending. No new matter has been added.

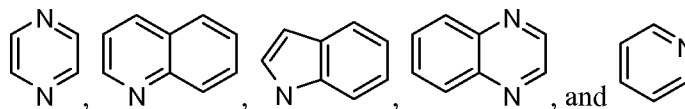
Listing of Claims:

1-124. (cancelled)

125. (previously presented) A compound having the structure of Formula I:



wherein  is a monocyclic or bicyclic aromatic moiety in which at least one of the ring atoms is N and selected from the group consisting of:



L is selected from the group consisting of a bond and CH₂

k is 1, 2, or 3;

R₁ and R₂ are each independently selected from the group consisting of

- a) alkyl optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring, halogen, perhaloalkyl, hydroxy, alkoxy, ultra, and amino;
 - b) a six-membered carbocyclic aromatic moiety, or a monocyclic or bicyclic aromatic moiety in which at least one ring atom is N, wherein any such aromatic moiety is optionally substituted with one or more substituents selected from the group consisting of
 - A) optionally substituted C₁-C₈ straight-chain, branched, or cyclic saturated or unsaturated alkyl;
 - B) an alkoxy of formula -(X₁)_{n1}-O-X₂, where
 - X₁ is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;
 - X₂ is selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl;
- and

n1 is 0 or 1;

C) halogen or perhaloalkyl;

D) cyano;

E) nitro;

F) an amino of formula $-(X_3)_{n3}-NX_4X_5$, where

X_3 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_4 and X_5 are each independently selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; or X_4 and X_5 , taken together with the nitrogen to which they are attached, form a five-membered or six-membered heteroaromatic or heteroaliphatic ring; and

n3 is 0 or 1;

c) perhaloalkyl;

d) halogen; and

e) acyl and sulfonyl;

and wherein at least one of R_1 and R_2 is not methyl or ethyl;

Each R_3 is independently selected from the group consisting of

a) hydrogen;

b) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring halogen, perhaloalkyl, hydroxy, alkoxy, nitro, and amino;

c) a five-membered or six-membered heteroaryl ring or a six-membered aaryl ring, optionally substituted with one or more substituents selected from the group consisting of

A) optionally substituted C1-C8 straight-chain, branched, or cyclic saturated or unsaturated alkyl;

B) an alkoxy of formula $-(X_1)_{n1}-O-X_2$, where

X_1 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_2 is selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; and

n1 is 0 or 1;

C) halogen or perhaloalkyl;

D) cyano;

E) nitro;

F) an amino of formula $-(X_3)_{n3}-NX_4X_5$, where

X_3 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_4 and X_5 are each independently selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; or X_4 and X_5 , taken together with the nitrogen to which they are attached, form a five-membered or six-membered heteroaromatic or heteroaliphatic ring; and

n_3 is 0 or 1;

d) perhaloalkyl;

e) halogen, and

f) acyl and sulfonyl; and

R_4 is selected from the group consisting of

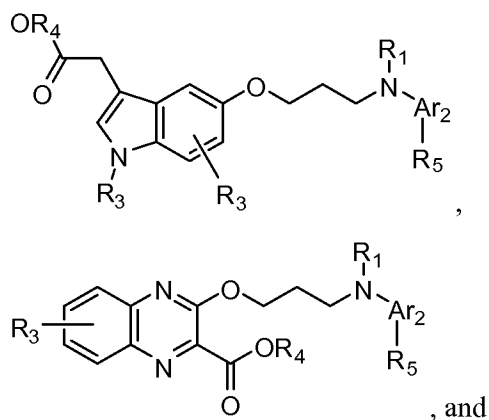
a) hydrogen;

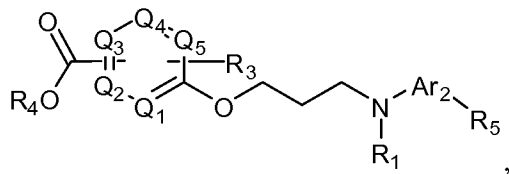
b) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring; and

c) a five-membered or six-membered heteroaryl ring or a six-membered aryl ring, optionally substituted with one or more substituents selected from the group consisting of optionally substituted C_1 - C_8 straight-chain, branched, or cyclic saturated or unsaturated alkyl;

or a pharmaceutically acceptable N-oxide, pharmaceutically acceptable prodrug, pharmaceutically active metabolite, pharmaceutically acceptable salt, pharmaceutically acceptable ester, pharmaceutically acceptable amide, or pharmaceutically acceptable solvate thereof

126. (currently amended) The compound of Claim 125 selected from the group consisting of:





wherein Ar₂ is a monocyclic or bicyclic aromatic moiety in which at least one of the ring atoms is N;

one of Q₁ – Q₅ is nitrogen and the rest are carbon, wherein said carbon is optionally substituted with hydrogen, R₃, or -C(O)OR₄; and

R_5 is selected from the group consisting of

a) hydrogen;

b) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring, halogen, perhaloalkyl, hydroxy, alkoxy, nitro, and amino;

c) a five-membered or six-membered heteroaryl ring or a six-membered aryl ring, optionally substituted with one or more substituents selected from the group consisting of

A) optionally substituted C₁-C₈ straight-chain, branched, or cyclic saturated or unsaturated alkyl;

B) an alkoxy of formula $-(X_1)_{n1}-O-X_2$, where

X₁ is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X₂ is selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl;
and n1 is 0 or 1;

C) halogen or perhaloalkyl;

D) cyano;

E) nitro;

F) an amino of formula $-(X_3)_{n3}-NX_4X_5$, where

X₃ is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

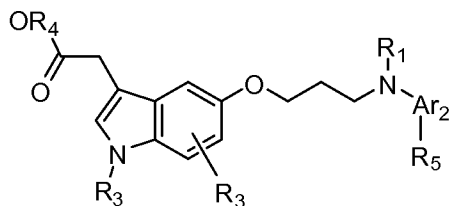
X₄ and X₅ are each independently selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; or X₄ and X₅, taken together with the nitrogen to which they are attached, form a five-membered or six-membered heteroaromatic or heteroaliphatic ring; and

n3 is 0 or 1;

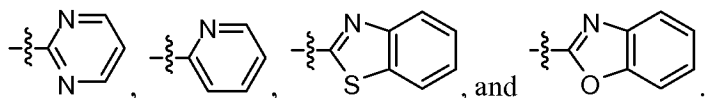
d) perhaloalkyl;

- e) halogen; and
- f) acyl and sulfonyl.

127. (currently amended) The compound of Claim ~~2~~126 having the structure:



wherein Ar₂ is selected from the group consisting of



- 128. (currently amended) The compound of Claim ~~3~~127, wherein R₁ is alkyl, optionally substituted with one or more optionally substituted carbocyclic or heterocyclic rings.
- 129. (currently amended) The compound of Claim ~~4~~128, wherein said alkyl is a lower alkyl.
- 130. (currently amended) The compound of Claim ~~5~~129, wherein said lower alkyl is selected from the group consisting of methyl, ethyl, n-propyl, isopropyl, n-butyl, tert-butyl, and sec-butyl.
- 131. (currently amended) The compound of Claim ~~4~~128, wherein said carbocyclic ring is phenyl.
- 132. (currently amended) The compound of Claim ~~7~~131, wherein said phenyl is optionally substituted with one or more substituents selected from the group consisting of lower alkyl, halogen, perhaloalkyl, hydroxyl, alkoxy, nitro, and amino.
- 133. (currently amended) The compound of Claim ~~8~~132, wherein said substituent is perhaloalkyl.
- 134. (currently amended) The compound of Claim ~~9~~133, wherein said perhaloalkyl is trifluoromethyl.
- 135. (currently amended) The compound of Claim ~~4~~128, wherein the carbocyclic ring is 2,4-bis(trifluoromethyl)phenyl.
- 136. (currently amended) The compound of Claim ~~3~~127, wherein R₅ is optionally substituted alkyl.
- 137. (currently amended) The compound of Claim ~~4~~2136, wherein said alkyl is a lower alkyl.
- 138. (currently amended) The compound of Claim ~~4~~3137, wherein said lower alkyl is selected from the group consisting of methyl, ethyl, n-propyl, n-butyl, and sec-butyl.
- 139. (currently amended) The compound of Claim ~~4~~4138, wherein R₅ is ethyl.

140. (currently amended) The compound of Claim ~~3~~127, where R₅ is hydrogen or optionally substituted alkyl.
141. (currently amended) The compound of Claim ~~46~~140, wherein said alkyl is a lower alkyl
142. (currently amended) The compound of Claim ~~47~~141, wherein said lower alkyl is selected from the group consisting of methyl, ethyl, n-propyl, isopropyl, n-butyl, tert-butyl, and sec-butyl.
143. (currently amended) The compound of Claim ~~3~~127, wherein R₃ ~~is~~ is methyl.
144. (currently amended) The compound of Claim ~~3~~127, wherein R₃ is hydrogen.